

EXHIBIT 17

Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No. 1545-0042

2012Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation HUBERFELD FAMILY FOUNDATION INC		A Employer identification number 13-4042543
Number and street (or P.O. box number if mail is not delivered to street address) 152 WEST 57TH STREET		B Telephone number 212-571-0500
City or town, state, and ZIP code NEW YORK, NY 10019		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach completion <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 39623466.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (a), (c), and (d) may not necessarily equal the amounts in column (b).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2233333.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		96242.	96242.		STATEMENT 1
4 Dividends and interest from securities		1189423.	1189423.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		101284.			
b Gross sales price for all assets on line 6a 300000.					
7 Capital gain net income (from Part IV, line 2)			101284.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross gains less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		3620282.	1386949.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		24593.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		29804.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		96742.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		151139.	0.		0.
25 Contributions, gifts, grants paid		2559267.			2559267.
26 Total expenses and disbursements. Add lines 24 and 25		2710406.	0.		2559267.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		909876.			
b Net investment income (if negative, enter -0-)			1386949.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

1

14170627 758338 40457

2012.04000 HUBERFELD FAMILY FOUNDATION 404571
HFF000170

Form 990-PF (2012)

HUBERFELD FAMILY FOUNDATION INC

13-4042543

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2012)

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12-05-12

HUBERFELD FAMILY FOUNDATION INC

13-4042543

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
APPLE BANK	15922.
BANK OF AMERICA	1142.
CAPITAL ONE BANK	5933.
DIME SAVINGS BANK	11105.
ING DIRECT	4791.
METROPOLITAN NATIONAL BANK	3073.
PROVIDENT BANK	421.
SIGNATURE BANK	53855.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	96242.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AARON ELBOGEN TRUST	71166.	0.	71166.
BAYBERRY CONSUMER FINANCE FUND LLC	881671.	0.	881671.
NAYA ELBOGEN	20417.	0.	20417.
MASTER HOLDING	2916.	0.	2916.
KIMMEL & KIMMEL	166206.	0.	166206.
LONGWOOD FINANCE FUND LLC	17202.	0.	17202.
MOBLI MEDIA INC	21458.	0.	21458.
MONTAGE HOLDINGS LLC	8387.	0.	8387.
TOTAL TO FM 990-PF, PART I, LN 4	1189423.	0.	1189423.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	24593.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	24593.	0.		0.

HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 6

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MORTGAGES RECEIVABLE			VARIOUS	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
07/01/10	07/01/10	6210000.	REAL ESTATE MORTGAGES	0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
REAL ESTATE MORTGAGE			INVESTMENT	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			1949867.	0.
			FMV OF LOAN	
			1949867.	

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AMERICAN FRIENDS OF CHESED L'ORCHIM			4000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/14/05	12/14/10	160000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTIES			ASSIST RELIGIOUS ORGANIZATION	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			0.	0.
			FMV OF LOAN	
			0.	

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME		TERMS OF REPAYMENT	INTEREST RATE
SAMUEL REICH			.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION
06/29/11	12/31/11	4998.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN	
PERSONAL GUARANTY			
RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	4998.	0.	4998.

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	4998.	0.	4998.

BORROWER'S NAME		TERMS OF REPAYMENT	INTEREST RATE
WILLIAM LIPMAN		500/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION
12/31/07	02/03/10	12000.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN	
PERSONAL GUARANTY		HELP NEEDY INDIVIDUAL	
RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TRISTATE PODIATRY PC			2222/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/07/08	12/07/08	20000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTY			HELP NEEDY INDIVIDUAL	

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	13333.	0.	13333.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
D. REIS			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/01/08	12/01/09	25000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTY	ASSIST INDIVIDUAL IN NEED

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	25000.	0.	25000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AARON ELBOGEN IRREVOCABLE TRUST			\$2500000 09/11 & 1500000 03/13	7.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
09/08/09	03/08/13	2500000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
INVESTMENTS IN TWO PARTNERSHIPS	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1000000.	0.	1000000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
SABSY YOSELOVSKY			500/M0	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
/18/09	12/18/12	20000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTY	HELP NEEDY INDIVIDUAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
YESHIVA KETANA OF LONG ISLAND			15000/MO	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
06/22/09	06/22/10	690000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
NONE			ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			0.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
MONTAGE HOLDINGS LLC			VARIOUS	12.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
12/30/10		100000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
RECEIVABLES			INVESTMENT		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			0.	0.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
BATES LOAN			LUMP SUM	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
05/31/11	12/31/13	262500.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
GUARANTEES AND MORTGAGES			INVESTMENT	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
			262500.	0.
				FMV OF LOAN
				262500.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
BATES LOAN			LUMP SUM	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/19/12	12/31/13	144270.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
GUARANTEES AND MORTGAGES			INVESTMENT	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			144270.	0.
				FMV OF LOAN
				144270.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
GRID SOFTWARE			LUMP SUM	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
11/26/12	05/08/13	100000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
PERSONAL GUARANTIES			HELP COMPANY		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			100000.	0.	100000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
MICHAEL SCHICK			LUMP SUM	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
01/09/12	12/31/13	20000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
PERSONAL GUARANTIES			HELP NEEDY INDIVIDUAL		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			20000.	0.	20000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AMERICAN FRIENDS OF YESHIVA MIR			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/06/12	01/13/13	0.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		500000.	0.	500000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
H PEARLSTEIN			10000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
		135000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
INSURANCE POLICY	

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	95000.	0.	95000.
TOTAL TO FORM 990-PF, PART II, LINE 7	4114968.	0.	4114968.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PLATINUM PARTNERS VALUE ARBITRAGE (INTERNATIONAL) LTD	2595299.	9859294.
MENGOLD RESOURCES INC	224456.	3394.
TINTIC GOLD MINES	58000.	290.
PLATINUM LIQUID OPPORTUNITY FUND LTD	1627007.	1977825.

HUBERFELD FAMILY FOUNDATION INC

13-4042543

17 GROUP INC

1666666.

1666666.

TOTAL TO FORM 990-PF, PART II, LINE 10B

4671428.

12007469.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAYBERRY FUND LLC	COST	4926332.	4926332.
LONGWOOD FINANCE FUND LLC	COST	268765.	268765.
KLEIN INSURANCE POLICY	COST	267600.	267600.
TOTAL TO FORM 990-PF, PART II, LINE 13		5462697.	5462697.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	9
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NAME OF CONTRIBUTOR

ADDRESS

MURRAY HUBERFELD

15 MANOR LANE
LAWRENCE, NY 11559

HUBERFELD FAMILY FOUNDATION INC

13-4042543

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MURRAY HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
SEYMOUR HUBERFELD 24 BRIARWOOD LANE LAWRENCE, NY 11559	SECRTY/TREAS/DIRECTOR 0.00	0.	0.	0.
RAE HUBERFELD 1409 EAST 24TH STREET BROOKLYN, NY 11210	DIRECTOR 0.00	0.	0.	0.
RACHEL HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	DIRECTOR 0.00	0.	0.	0.
JESSICA BEREN 420 WEST END AVENUE NEW YORK, NY 10024	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.